

Objection Deadline: March 17, 2014 at 4:00 p.m. (Prevailing Eastern Time)

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss

Counsel for the Post-Effective Date Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF RUST CONSULTING, INC.'S FOURTH MONTHLY
FEE REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD FROM NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Rust Consulting, Inc. ("Rust Consulting") is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Rust Consulting's capacity as paying agent under the amendment to the Consent Order in the above-captioned Chapter 11 cases of Residential Capital, LLC and its affiliated post-effective date debtors (collectively, the "Debtors"). Attached hereto as Exhibit 1 is Rust Consulting's Fourth

Monthly fee report for the period from November 1, 2013 through November 30, 2013 (the “Monthly Fee Report”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court’s electronic case filing system, and be served, so as to be received no later than **March 17, 2014 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Post-Effective Date Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi and Naomi Moss); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Douglas Mannal); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: February 24, 2014
New York, New York

Respectfully submitted,

/s/ Gary S. Lee
Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Counsel for the Post-Effective Date Debtors

Exhibit 1

R E S C A P

February 24, 2014

Re: Rust Consulting (Monthly Fee Report)

In accordance with the Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order [Docket No. 4977], annexed herewith is the billing report of Rust Consulting, Inc. ("Rust") covering the period from November 1, 2013 through November 30, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Rust seeks payment of \$53,540.13 for professional services rendered, and \$10,029.55 for expense reimbursements for this period.

- Telephonic conferences with the FRB, and the Debtors to reconcile the borrower population impacted by the Settlement, discuss steps to exchange files related to upcoming events including; the approved borrower waterfall, borrower notice of the settlement, and planning for the distribution to borrowers.
- Various data tasks related to the reconciliation process and the calculation of borrower payment amounts.
- Planning for disbursement of funds to borrowers per the payment schedule provided by the FRB.
- Quality assurance of the various data tasks performed.
- Receipt and processing of incoming forms related to the independent foreclosure review ("IFR"), borrower correspondence and general inquiries regarding the IFR program and the Settlement announcement.
- Manage call center for borrower inquiries regarding the IFR program and the Settlement.

Attached please find: (i) a summary of amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit 1; (ii) a description of professional services and/or tasks comprising each project category for which Rust seeks compensation, annexed here to as Exhibit 2; and (iii) the monthly invoice with supporting detail, including a detailed list of expenses incurred in connection with these Chapter 11 cases for which Rust seeks reimbursement, annexed hereto as Exhibit 3.

Very truly yours,



David Cunningham
Director

Exhibit 1
Monthly Invoice Breakdown
November 1, 2013 – November 30, 2013

Invoice Category	Hours	Value
Class Data Management	n/a	\$2,496.40
Pre-Award Notification Postcards	n/a	\$2,270.59
Call Center & Website	n/a	\$31,032.11
Project Management	97.71	\$14,267.17
Technical Consulting	19.06	\$2,948.86
Expenses	n/a	\$10,029.55

Exhibit 2
Invoice Category Descriptions

Invoice Category	Service Description
Class Data Management	Supplemental Data exchange and loading of address update information provided by GMACM.
Pre Award Notification Postcards	Coordinate the printing and mailing of pre-distribution postcards.
Call Center & Website	<p>Operation of the call center which fields calls into the toll free number provided to borrowers and the public to get information on the IFR program. This includes time from individual agents based upon the volume of calls received and management of that staff.</p> <p>Long distance charges associated with the incoming calls to the call center.</p>
Project Management	<p>Time associated with calls and meetings between IFR Project team/Rust IFR Program Management Team/GMAC/Federal Reserve Board.</p> <p>Internal planning for Settlement execution, data exchange on waterfall, payment scheduling and coordination.</p> <p>Processing correspondence and updating the borrower records with any information provided as necessary under the IFR program.</p> <p>Fielding borrower inquiries received from other avenues than the Rust IFR program call center; letters, emails, etc.</p>
Technical Consulting	<p>Time associated with planning and executing technical tasks required under the IFR program from Business Analysts.</p> <p>Gathering and drafting requirements for</p>

	distribution. Quality assurance time associated with the data tasks.
Expenses	As detailed on the invoice.



Invoice

625 MARQUETTE AVENUE, SUITE 880
MINNEAPOLIS, MN 55402
P 612.359.2000 | F 612.359.2050
WWW.RUSTCONSULTING.COM
FEDERAL ID #: 41-1813634

DATE: 12/30/13
INVOICE #: 13-6218
MATTER #: 401100

TO: Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive, Suite 250
Fort Washington, PA 19034
dave.cunningham@gmacm.com

PROJECT
<i>GMACM - Alternate Resolution Project</i> <i>November 2013 Claims Administration Services</i>

Class Data Management	\$	2,496.40
Pre Award Notification Postcards		2,270.59
Call Center & Website		31,032.11
Distribution Expenses and Tax Reporting		525.00
Project Management		14,267.17
Technical Consulting		2,948.86
Expenses: Other Charges and Out-of-pocket Costs		<u>10,029.55</u>
Total Due	\$	<u><u>63,569.68</u></u>

WIRE INFORMATION

ACCOUNT # [REDACTED]

ABA/ROUTING # WIRE or ACH: [REDACTED]

REFERENCE: INVOICE NUMBER

PAYMENT MAILING ADDRESS

PO BOX 142589

DRAWER #9051

IRVING, TX 75014-2589

PAYMENT TERMS: NET DUE UPON RECEIPT



DATE: 12/30/13
INVOICE #: 13-6218
MATTER #: 401100

TRANSACTION DETAIL	VOLUME	RATE (\$)	TOTAL (\$)
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Class Data Management

Data Work for Borrowers			2,496.40
SUBTOTAL			2,496.40

Pre Award Notification Postcards

SETUP & DATA SCREENING/UPDATING

Consultation, Drafting & Formatting			1,420.59
Business Reply Envelope Setup for Returned W-9 Forms	1	850	850.00
SUBTOTAL			2,270.59

Call Center & Website

CALL CENTER

Call Center Management - blended rates			2,332.50
Telephone Support			23,325.00
Interactive Voice Response (Q&A only)	9,224.38	0.39	3,597.51
800# Charges	13,655.5	0.11	1,502.11

WEBSITE

Monthly Maintenance/Hosting	1	275	275.00
SUBTOTAL			31,032.11

Distribution Expenses and Tax Reporting

DISTRIBUTION EXPENSES

Monthly Bank Account Fee	1	175	175.00
Monthly Bank Account Fee - Sweep Account	1	350	350.00
SUBTOTAL			525.00

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Date Dec 30, 2013
Client Number 4011

Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive
190-FTW-K50
Fort Washington, PA 19034
dave.cunningham@gmam.com

Re: GMACM - ARP - Project Database 401102

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEES
Brant Story	BS	188.00	0.80	150.40
Daniel Hanson	DH	163.00	6.60	1,075.80
Joel Cooper	JC	175.00	4.00	700.00
Kalyani Subramanya	KS	163.00	2.50	407.50
Swarna Kotha	SK	163.00	0.90	146.70
Tracey Rolle	TR	80.00	0.20	16.00
Total Fees:				2,496.40
11/01/13	JC	Data Analysis & Formatting	0.60	105.00
11/01/13	KS	Data Analysis & Formatting - Quality Assurance	0.75	122.25
11/01/13	DH	Data Analysis & Formatting - Quality Assurance	3.75	611.25
11/04/13	SK	Data Analysis & Formatting - Quality Assurance	0.90	146.70
11/05/13	JC	Data Analysis & Formatting	0.60	105.00
11/05/13	KS	Data Analysis & Formatting - Quality Assurance	0.50	81.50
11/06/13	JC	Data Analysis & Formatting	0.60	105.00
11/06/13	KS	Data Analysis & Formatting - Quality Assurance	1.00	163.00
11/12/13	DH	Data Receipt & Load - Quality Assurance	0.10	16.30
11/20/13	JC	Data Analysis & Formatting	0.80	140.00
11/22/13	KS	Data Analysis & Formatting - Quality Assurance	0.25	40.75
11/22/13	TR	Data Receipting	0.20	16.00
11/25/13	BS	Data Loading	0.60	112.80
11/25/13	DH	Data Receipt & Load - Quality Assurance	0.75	122.25
11/26/13	BS	Data Analysis & Formatting	0.20	37.60

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11/26/13	DH	Data Receipt & Load - Quality Assurance	2.00	326.00
11/27/13	JC	Data Analysis & Formatting	1.40	245.00

Total Services			2,496.40
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Total Expenses			.00
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Total This Matter			2,496.40
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Client Number 4011

Re: GMACM - ARP - Initial Notice 401111

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEE\$
Jodi Belmont	JLW	163.00	8.50	1,385.50
Michelle Lara	ML	121.00	0.29	35.09
Total Fees:				1,420.59

10/30/13	JLW	Coordinate Initial Notice	1.00	163.00
10/30/13	JLW	Forms Design & Layout	0.75	122.25
10/31/13	JLW	Coordinate Supplemental Notice	0.25	40.75
11/01/13	JLW	Forms Design & Layout	0.25	40.75
11/04/13	JLW	Coordinate Initial Notice	1.00	163.00
11/05/13	ML	Follow-Up Notice - Quality Assurance/Proof	0.10	12.10
11/18/13	JLW	Coordinate Initial Notice	1.00	163.00
11/19/13	JLW	Distribution Design & Layout	1.00	163.00
11/21/13	JLW	Coordinate Distribution	0.50	81.50
11/21/13	JLW	Coordinate Initial Notice	0.25	40.75
11/22/13	JLW	Coordinate Distribution	0.50	81.50
11/22/13	JLW	Coordinate Initial Notice	0.50	81.50
11/25/13	JLW	Coordinate Initial Notice	0.50	81.50
11/26/13	JLW	Coordinate Initial Notice	1.00	163.00
11/26/13	ML	Notice - Quality Assurance/Proofing	0.19	22.99

Total Services 1,420.59

Total Expenses .00

Total This Matter 1,420.59

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Re: GMACM - ARP - Project Management & Reporting 401106

For Professional Services Rendered:

TIMEKEEPER			RATE	HOURS	FEES
CSR	140	140	52.00	11.07	575.64
CSR	240	240	52.00	6.39	332.28
Ann Haan		AH	164.00	72.25	11,849.00
Ken Wood		KW	201.00	0.25	50.25
Marianna Hanson		MH	164.00	1.00	164.00
Theresa Collins		TAC	192.00	6.75	1,296.00

Total Fees: 14,267.17

11/01/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/01/13	140	Escalated Call Support	3.76	195.52
11/01/13	AH	Client Inquiries & Reporting	4.25	697.00
11/04/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/04/13	140	Escalated Call Support	0.49	25.48
11/05/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/05/13	140	Escalated Call Support	0.64	33.28
11/05/13	AH	Client Inquiries & Reporting	4.75	779.00
11/06/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/06/13	140	Escalated Call Support	4.81	250.12
11/06/13	AH	Client Inquiries & Reporting	5.25	861.00
11/07/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/07/13	AH	Client Inquiries & Reporting	2.25	369.00
11/08/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/08/13	AH	Client Inquiries & Reporting	1.75	287.00
11/11/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/11/13	AH	Project Planning	1.50	246.00
11/12/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/12/13	AH	Client Inquiries & Reporting	1.00	164.00
11/13/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/13/13	AH	Client Inquiries & Reporting	4.00	656.00
11/14/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/14/13	AH	Project Planning	0.75	123.00
11/15/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/15/13	240	IVR Development and Updates	2.10	109.20
11/15/13	AH	Client Inquiries & Reporting	2.75	451.00
11/16/13	240	IVR Development and Updates	4.29	223.08
11/18/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/18/13	AH	Client Inquiries & Reporting	2.50	410.00
11/19/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/19/13	AH	Distribution Plan Development	8.00	1,312.00

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11/20/13	TAC	Conference Calls/Project Meetings	1.00	192.00
11/20/13	AH	Conference Calls/Project Meetings	6.50	1,066.00
11/21/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/21/13	KW	Tax Reporting - Fund	0.25	50.25
11/21/13	AH	Client Inquiries & Reporting	5.75	943.00
11/22/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/22/13	AH	Client Inquiries & Reporting	4.50	738.00
11/25/13	TAC	Conference Calls/Project Meetings	0.50	96.00
11/25/13	AH	Client Inquiries & Reporting	3.50	574.00
11/26/13	TAC	Conference Calls/Project Meetings	0.25	48.00
11/26/13	AH	Distribution Plan Development	4.75	779.00
11/27/13	140	Escalated Call Support	1.37	71.24
11/27/13	AH	Client Inquiries & Reporting	8.50	1,394.00
11/27/13	MH	Conference Calls/Project Meetings	1.00	164.00

Total Services 14,267.17

Total Expenses .00

Total This Matter 14,267.17

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Re: GMACM - ARP - Technical Consulting 401107

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEES
Bernadette Lex	BL	175.00	1.80	315.00
Carol Osborne	CO	141.00	0.22	31.02
Carolyn Lee	CCL	141.00	0.50	70.50
Christy Gilman	CG	188.00	0.60	112.80
Daniel Hanson	DH	163.00	2.00	326.00
Greg Brown	GSB	141.00	0.10	14.10
Hai Bui	HB	141.00	0.40	56.40
Kari Mason	KM	175.00	1.20	210.00
Lee Anderson	LA	141.00	0.30	42.30
Mark Kitoski	MK	163.00	0.60	97.80
Nate Johnson	NKJ	141.00	9.34	1,316.94
Rebecca Howe	RH	163.00	0.80	130.40
Ron Swinehart	RS	188.00	1.20	225.60

Total Fees: 2,948.86

11/01/13	LA	Application	0.20	28.20
		Modification/Development		
11/01/13	HB	Application	0.10	14.10
		Modification/Development		
11/04/13	KM	Generate Supplemental Notice Files	1.20	210.00
11/05/13	MK	Distribution File - Quality Assurance	0.60	97.80
11/05/13	LA	Application	0.10	14.10
		Modification/Development		
11/06/13	CG	Generate Supplemental Notice Files	0.30	56.40
11/06/13	CO	Supplemental Notice - Quality Assurance	0.22	31.02
11/06/13	RH	Distribution File - Quality Assurance	0.30	48.90
11/15/13	NKJ	IVR Development & Updates	3.17	446.97
11/18/13	NKJ	IVR Development & Updates	2.67	376.47
11/18/13	CCL	IVR Development & Updates	0.50	70.50
11/19/13	NKJ	IVR Development & Updates	3.33	469.53
11/19/13	RS	Coordinate Distribution	1.20	225.60
11/19/13	CG	Generate Supplemental Notice Files	0.10	18.80
11/20/13	CG	Generate Supplemental Notice Files	0.20	37.60
11/20/13	RH	Distribution File - Quality Assurance	0.50	81.50
11/21/13	NKJ	IVR Development & Updates	0.17	23.97

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11/26/13	HB	Application	0.30	42.30
		Modification/Development		
11/27/13	GSB	Application	0.10	14.10
		Modification/Development		
11/27/13	DH	Modification Quality Assurance	2.00	326.00
11/27/13	BL	Generate Supplemental Notice Files	1.80	315.00

Total Services 2,948.86

Total Expenses .00

Total This Matter 2,948.86

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Re: GMACM - ARP - Expenses 401190
For Professional Services Rendered:

Expense Detail:

Reference	Date	Description	Amount
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		Call Center/Telecommunications	
	11/30/13	IVR System Charge	250.00
		Subtotal	250.00
		Postage/Federal Express	
	11/27/13	Postage	0.50
		Subtotal	0.50
		Shredding/Storage	
	11/30/13	Data Storage November 2013	7,225.45
	11/30/13	Storage and/or Shredding 7 Boxes	14.00
	11/30/13	Storage and/or Shredding 255 Boxes	510.00
		Subtotal	7,749.45
		Photocopies/Faxing/Printing	
	11/30/13	Photocopies/Faxing/Printing	24.60
	11/30/13	Photocopies/Faxing/Printing	5.00
		Subtotal	29.60
		Website Hosting	
	11/30/13	Portal Access Charge; 25 Users	2,000.00
		Subtotal	2,000.00
		Total Expenses	10,029.55

		Total This Matter	10,029.55
